

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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HAVANA CHELSEA LUNCHEONETTE, INC.,

Plaintiff,

- against -

THOMAS VICARI, individually, and doing
business as, or a principal in the
business known as "CHELSEA HAVANA" and
"HAVANA CHELSEA, INC."

Defendants.
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**STIPULATION AND
ORDER OF
DISCONTINUANCE**

08 Civ. 260 (NRB)

WHEREAS the parties have determined that it is in their mutual interest to resolve this litigation without further expenditure of legal fees and without any admission of liability or wrongdoing by the defendants; and

WHEREAS both parties recognize the right of the other to pursue business opportunities unhindered by any past events; it is hereby **STIPULATED** and **AGREED** by the undersigned:

1. The parties agree that they will not disparage each other or their restaurants to any member of the public or the restaurant trade.

2. Defendants agree not to ever use "Havana Chelsea" or "Chelsea Havana" or any similar combination of words or phrases in connection with any restaurant or food service. Specifically, defendants agree to discontinue within two weeks of the filing of this Stipulation and Order the use of "Havana Chelsea" or "Chelsea

Havana" or any similar combination of words or phrases in a Uniform Resource Locator ("URL") or as part of any internet site.

3. Defendants agree to file with the New York Secretary of State within thirty (30) days, at their own cost, amendments that eliminate the use of "Havana Chelsea" or "Chelsea Havana" as the name or part thereof of any entity now controlled by them and currently registered; and to not register any such names in the future.

4. If any prospective customer enters or calls the restaurant now known as "Casa Havana" and inquires into whether this is the "new" or "reopened" "Havana Chelsea" or "Havana Chelsea Luncheonette" restaurant, then the defendants shall clearly state that there is no affiliation between themselves and "Havana Chelsea Luncheonette." If such customer is specifically looking for "Havana Chelsea Luncheonette" or its principals, then defendants shall give them the phone number of plaintiff's attorney, (212) 931-5500, for further information. Defendants shall instruct their employees to comply with this paragraph.

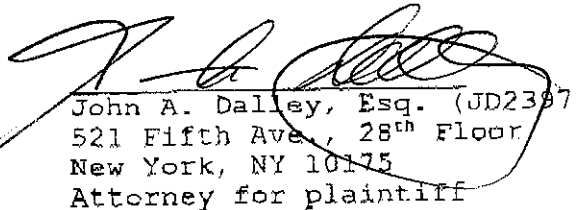
5. This action is discontinued and dismissed with prejudice, without costs to any party.

Dated: New York, New York
July 31, 2008

Thomas Vicari, individually and as
President of Havana Chelsea, Inc.



Federico Carinas, President Havana
Chelsea Luncheonette, Inc.



John A. Dalley, Esq. (JD2387)
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Attorney for plaintiff

NAOMI REICE BUCHWALD
UNITED STATES DISTRICT JUDGE